

ADVANCED MAGNETICS INC
Form 4
March 06, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREAT POINT PARTNERS LLC

2. Issuer Name and Ticker or Trading Symbol
ADVANCED MAGNETICS INC
[AVM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2 PICKWICK PLAZA, STE 450

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2006

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/02/2006		S	1,680 D \$ 25.405	632,026	I	By Biomedical Value Fund, L.P. (1)
Common Stock	03/02/2006		S	12,336 D \$ 25.39	619,690	I	By Biomedical Value Fund, L.P. (1)
Common Stock	03/02/2006		S	3,072 D \$ 25.55	616,618	I	By Biomedical Value Fund, L.P. (1)

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Common Sock	03/02/2006	S	1,488	D	\$ 25.5	615,130	I	By Biomedical Value Fund, L.P. <u>(1)</u>
Common Sock	03/02/2006	S	1,200	D	\$ 25.45	613,930	I	By Biomedical Value Fund, L.P. <u>(1)</u>
Common Sock	03/02/2006	S	288	D	\$ 25.59	613,642	I	By Biomedical Value Fund, L.P. <u>(1)</u>
Common Sock	03/02/2006	S	192	D	\$ 25.3	613,450	I	By Biomedical Value Fund, L.P. <u>(1)</u>
Common Sock	03/02/2006	S	1,820	D	\$ 25.405	700,484	I	By Biomedical Offshore Value Fund, Ltd. <u>(2)</u>
Common Sock	03/02/2006	S	13,364	D	\$ 25.39	687,120	I	By Biomedical Offshore Value Fund, Ltd. <u>(2)</u>
Common Sock	03/02/2006	S	3,328	D	\$ 25.55	683,792	I	By Biomedical Offshore Value Fund, Ltd. <u>(2)</u>
Common Sock	03/02/2006	S	1,612	D	\$ 25.5	682,180	I	By Biomedical Offshore Value Fund, Ltd. <u>(2)</u>
Common Sock	03/02/2006	S	1,300	D	\$ 25.45	680,880	I	By Biomedical Offshore Value Fund, Ltd. <u>(2)</u>
Common Sock	03/02/2006	S	312	D	\$ 25.59	680,568	I	By Biomedical Offshore Value Fund, Ltd. <u>(2)</u>

Common Sock	03/02/2006		S	208	D	\$ 25.3	680,360	I	By Biomedical Offshore Value Fund, Ltd. ⁽²⁾
Common Sock							52,630 ⁽³⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREAT POINT PARTNERS LLC 2 PICKWICK PLAZA STE 450 GREENWICH, CT 06830		X		
JAY JEFFREY R GREAT POINT PARTNERS, LLC 2 PICKWICK PLAZA, SUITE 450 GREENWICH, CT 06830		X		

Signatures

GREAT POINT PARTNERS, LLC By: /s/ Dr. Jeffrey R. Jay, M.D., as senior managing member	03/06/2006
_____ **Signature of Reporting Person	Date
/s/ Dr. Jeffrey R. Jay, M.D.	03/06/2006
_____ **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Great Point Partners, LLC ("Great Point") is the investment manager of Biomedical Value Fund, L.P. ("BMVF") and by virtue of such status may be deemed to be the beneficial owner of the shares held by BMVF. Dr. Jeffrey R. Jay, M.D., as senior managing member of Great Point ("Dr. Jay"), has voting and investment power with respect to the shares held by BMVF and may be deemed to be the beneficial owner of the shares held by BMVF. Great Point and Dr. Jay disclaim beneficial ownership of the shares held by BMVF, except to the extent of any pecuniary interest, and this report shall not be deemed to be an admission that they are the beneficial owners of such securities.

(2) Great Point is the investment manager of Biomedical Offshore Value Fund, Ltd. ("BOVF") and by virtue of such status may be deemed to be the beneficial owner of the shares held by BOVF. Dr. Jay, as senior managing member of Great Point, has voting and investment power with respect to the shares held by BOVF and may be deemed to be the beneficial owner of the shares held by BOVF. Great Point and Dr. Jay disclaim beneficial ownership of the shares held by BOVF, except to the extent of any pecuniary interest, and this report shall not be deemed to be an admission that they are the beneficial owners of such securities.

(3) Securities held directly by Dr. Jay. None of BMVF, BOVF or Great Point has any pecuniary interest in such securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.